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SECOND AMENDMENT OF OIL, GAS AND MINERAL LEASE

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

This Amendment of Oil, Gas and Mineral Lease ("Amendment") is entered into by and between Luminant Mineral Development Company, LLC, ("Luminant" or "Lessor"), whose address is 500 N. Akard, LP-10, Dallas, Texas, 75201 and XTO Energy Inc., a Delaware Corporation ("XTO" or "Lessee"), whose address is 810 Houston Street, Fort Worth, Texas 76102.

WHEREAS, Luminant as Lessor, and XTO, as Lessee, entered into that certain Oil, Gas and Mineral Lease dated April 7, 2008, as evidenced by Memorandum of Oil, Gas and Mineral Lease dated January 10, 2008, recorded as Document Number D208162152 in the Official Public Records of Tarrant County, Texas covering 224.895 acres, more or less covering lands in Tarrant County, Texas, as more fully described in the Lease ("Land"), said land being more fully described in said memorandum, lease and reference deeds, reference to said Memorandum and Lease and to the record thereof being here made for all purposes, and,

WHEREAS, Luminant and XTO entered into that certain Amendment of Oil and Gas Lease to Include Additional Lands dated June 10, 2008, recorded as Document Number D208253889 in the Official Public Records of Tarrant County, Texas to include additional lands in the Lease,

WHEREAS, since the execution and delivery of the Lease, it has been discovered that the legal description for a certain tract of land included in the Lease is inaccurate and

WHEREAS, Lessor and Lessee wish to amend the legal description of a certain tract of land comprising a portion of the Land to correct inaccuracies and include additional tracts of land as set forth herein.

NOW THEREFORE, for and in consideration of Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, Lessor and Lessee do hereby agree to amend the Lease as follows:

1. The legal description for Tract 35 described as 3.879 acres, more or less, contained in Exhibit "A" attached to the Lease is hereby deleted in its entirety and replaced with the following:

"TRACT 35: Being 7.279 acres, more or less, out of the Socorro Farming Company Survey, Abstract # 1840, the J.B. O'Dell Survey, Abstract # 1189, and the S.M. Jamison Survey, Abstract # 877, more particularly described in that certain Warranty Deed by and between Verna Burns Stubbs, Grantor and Texas Electric Service Company, Grantee, dated March 29, 1968, recorded Volume 4541, Page 834, Deed Records, Tarrant County, Texas. D-1935."

2. The following tracts of land are hereby added to Exhibit "A" attached to the Lease, and are hereby covered by the Lease:

TRACT 52: Being 0.356 acres, more or less, out of the Socorro Farming Company Survey, Abstract # 1840, more particularly described in that certain Warranty Deed by and between T.D. Savage, et ux, Grantors and Texas Utilities Electric Company, Grantee, dated April 20, 1987, recorded Volume 8927, Page 270, Deed Records, Tarrant County, Texas. D-2632

TRACT 53: Being 0.182 acres, more or less, out of the Socorro Farming Company Survey, Abstract # 1840, more particularly described in that certain Warranty Deed by and between Phillip J. Meek, et ux, Grantors and Texas Utilities Electric Company, Grantee, dated June 2, 1987, recorded Volume 8970, Page 2196, Deed Records, Tarrant County, Texas. D-2629

TRACT 54: Being 0.139 acres, more or less, out of the Socorro Farming Survey Company Survey, Abstract # 1840, more particularly described in that certain Warranty Deed by and between Richard L. Connor, et ux, Grantors and Texas Utilities Electric Company, Grantee, dated June 2, 1987, recorded Volume 8977, Page 2019, Deed Records, Tarrant County, Texas. D-2630

Lessor does by these presents ratify, confirm and adopt the Lease and the addendum thereto as amended hereby, and does further grant, let, lease and demise unto Lessee, its successors and assigns, all of the land described in the Lease and herein, together with all rights thereunder, subject to the same terms and provisions of the Lease.

This instrument shall be binding upon and inure to the benefit of Lessor and Lessee, their respective successors, personal representatives, and assigns. Except as amended in the Amendment of Oil and Gas Lease to Include Additional Lands, and herein, the Lease is and remains unchanged and in full force and effect as original written.

EXECUTED this 26th day of May, 2009

LESSOR:

LUMINANT MINERAL DEVELOPMENT COMPANY, LLC

By: [Signature]
Brett Wiggs, Authorized Representative

LESSEE:

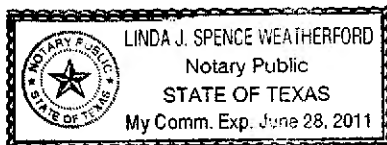
XTO Energy Inc.

By: [Signature] HG
Edwin S. Ryan, Jr.
Sr. Vice President-Land Administration

ACKNOWLEDGMENT

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

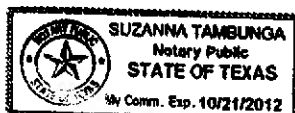
This instrument was acknowledged before me on the 26th day of May, 2009, by Brett Wiggs, Authorized Representative of Luminant Mineral Development Company, LLC, a Texas Limited Liability Company, on behalf of said Company and in the capacity herein stated.



[Signature]
Notary Public, State of Texas

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 29th day of May, 2009, by Edwin S. Ryan, Jr., the Sr. Vice President-Land Administration of XTO Energy Inc., a Delaware Corporation, on behalf of said corporation.



[Signature]
Notary Public, State of Texas